



YOGI LIMITED

Created. Crafted. Perfected.
(Formerly Known as Parsharti Investment Ltd.)

B/404, The Capital, G-Block, Bandra Kurla Complex, Behind ICICI Bank, Bandra (East), Mumbai - 400 051.
Tel.: 022-49428888 | E-mail: info@yogiltd.com | CIN [L70100MH1992PLC069958](#)

To

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai - 400 001

Scrip code: 511702

Subject: Intimation of Postal Ballot Notice dated 5th March, 2025

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to enclose herewith a copy of the Postal Ballot Notice ("**Notice**") seeking members' approval for matter(s) stated in the Notice dated 5th March, 2025.

The Notice has been sent by e-mail on 5th March, 2025 to the members who have registered their e-mail IDs with Depository Participant(s) or with the Company. E-voting period will commence from Thursday, 6th March, 2025, IST at 9.00 a.m. and will end on Friday, 4th April, 2025, IST at 5.00 p.m.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide e-voting facility to its members and NSDL has commenced and completed the dispatch of Notice via Email dated 5th March, 2025

Please take the above information on record.

This will also be hosted on Company's website at www.yogiltd.com

Yours faithfully,

FOR YOGI LIMITED

(Ghanshyambhai Nanjibhai Patel)

Managing Director

Date: 5th March, 2025

Place: Mumbai



NOTICE OF POSTAL BALLOT

[Notice issued to members pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

Notice is hereby given that the resolution(s) set out below is proposed for approval by the members of Yogi Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed M/s. Nishant Bajaj & Associates, Practising Company Secretaries (COP.: 21538), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited as the agency to provide remote e-voting facility. The instructions for Remote e-voting form part of this Notice.

The Postal Ballot Notice will also be placed on the website of the Company www.yogiltd.com and on the website of NSDL.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

VOTING STARTS ON	VOTING ENDS ON
Thursday, 06 th March, 2025 at 9:00 a.m. (IST)	Friday, 04 th April, 2025 at 5:00 p.m. (IST)

The Scrutiniser will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Saturday, 05th April, 2025, and will be displayed on the Company's website at www.yogiltd.com. The results will simultaneously be communicated to the Stock Exchanges where the shares of the company are listed.

The resolution for the purpose stated herein below is proposed to be passed by remote e-voting:

**SPECIAL BUSINESS:****1. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH FOR SUBSCRIPTION OF OPTIONALLY CONVERTIBLE DEBENTURES (OCD) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an “Ordinary Resolution”:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis and based on the recommendation of Audit Committee and the approval from Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board for entering into Optionally Convertible Debenture Subscription Agreement for subscribing upto 5,000 Optionally Convertible Debentures (OCDs) having face value of Rs. 1,00,000/- each aggregating to Rs. 50 Crores (Rs. Fifty Crores only) in one or more tranches of M/s. Farewell Real Estates Private Limited (“FERPL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT the agreement shall be executed between the Company, FERPL, M/s. B-Right Realestate Limited, and M/s. B-Right Realestate Ventures LLP, on such terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed upon between the Company and the related parties, notwithstanding the fact that the aggregate value of such transactions shall not exceed the limits specified in the explanatory statement.

RESOLVED FURTHER THAT Mr. Ghanshyambhai Nanjibhai Patel, Managing Director of the Company be and is hereby authorized to enter into, sign and execute the Optionally Convertible Debenture Subscription Agreement on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of implementing and giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Wholetime Director or Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Mr. Avinash Sharma, Company Secretary & Compliance Officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

2. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH FOR ACQUISITION OF SHARES UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an “Ordinary Resolution”:



“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis and based on the recommendation of Audit Committee and the approval from Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board for entering into Share Purchase Agreement for acquisition of 60% stake in M/s. Farewell Real Estates Private Limited (“FREPL”), a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT The acquisition shall comprise 41,46,000 equity shares of Rs.10/- face value each, at a purchase price of Rs. 12.5/- per share, aggregating to a total consideration of Rs. 5,18,25,000/- (Rupees Five Crore Eighteen Lakh Twenty-Five Thousand only). The said acquisition shall be undertaken jointly by the Company along with Mr. Ghanshyambhai Nanjibhai Patel, Managing Director, and Mr. Pareshbhai Nanjibhai Patel, Whole-Time Director, of the company from M/s. B-Right Realestate Limited (“shareholder of FREPL”).

RESOLVED FURTHER THAT the Share Purchase agreement shall be executed between the Company, FERPL, M/s. B-Right Realestate Limited, M/s. B-Right Realestate Ventures LLP, Mr. Ghanshyambhai Nanjibhai Patel and Mr. Pareshbhai Nanjibhai Patel on such terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed upon between the Company and the related parties.

RESOLVED FURTHER THAT Mr. Ghanshyambhai Nanjibhai Patel, Managing Director of the Company be and is hereby authorized to enter into, sign and execute the Share Purchase Agreement on behalf of the Company.

RESOLVED FURTHER THAT for the purpose of implementing and giving effect to this resolution, Mr. Ghanshyambhai Nanjibhai Patel, Managing Director or Mr. Pareshbhai Nanjibhai Patel, Wholetime Director or Mr. Mahesh Kumar Rajguru, Chief Financial Officer or Mr. Avinash Sharma, Company Secretary & Compliance Officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

Registered Office:
B/404, The Capital, G-Block,
Bandra Kurla Complex Behind ICICI Bank,
Bandra (East), Mumbai - 400051

CIN No : **L70100MH1992PLC069958**

Tel No. : 022- 49428888
e-mail : info@yogiltd.com
Website : www.yogiltd.com

Date : **05th March, 2025**
Place : **Mumbai**

By Order of the Board of Director

For Yogi Limited

Sd/-

Avinash Sharma

Company Secretary and Compliance Officer

**NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the provisions of Sections 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), various MCA Circulars, the Company is pleased to provide its members with the e-voting facility to exercise their right to vote electronically on the proposed resolutions.
3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only through electronic means to those Members whose names appear in the Register of Members/List of Beneficial Owners (as received from the Depositories) as on the 'Cut-Off Date' i.e., 28th February, 2025 and whose email addresses are registered with the Company/Depositories. The physical copies of the Postal Ballot Notice along with Postal Ballot forms and business reply envelopes are not being sent to the members for this Postal Ballot.
4. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for its members to register their email addresses. Members who have not registered their email address, may get their email address registered with the Company's Registrar and Share Transfer Agent, by sending email at rnt.helpdesk@linkintime.co.in and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to rnt.helpdesk@linkintime.co.in and evoting@nsdl.co.in.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. As required by Rule 20 and 22 of the Rules read with the SEBI Listing Regulations, the dispatch of the Postal Ballot Notice along with Explanatory Statement shall be announced through an advertisement in at least one English language newspaper (All Edition) and one Marathi newspaper having wide circulation, where the Registered Office of the Company is situated.
7. Subject to the provisions of the Articles of Association of the Company, voting rights of a member/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Thursday, 06th March, 2025 and will end at 05.00 p.m. (17:00 hours) (IST) on Friday, 04th April, 2025. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e., 28th February, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
9. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process.



10. Any person, who acquires shares of the Company and becomes a Member of the Company after sending the Postal Ballot Notice and holding shares as of the Cut-Off Date, may obtain the login ID and password by sending a request at NSDL. However, if the Member is already registered with NSDL for remote e-voting, then they can use their existing User ID and password for casting the vote.
11. The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of the remote e-voting i.e., Friday, 04th April, 2025.
12. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the votes cast by the equity shareholders of the Company. The Scrutinizer's decision on the validity of the votes cast shall be final. The results of the e-voting will be announced within 2 (two) working days of the conclusion of the postal ballot process. The said results, together with the Scrutinizer's Report, would be communicated to BSE Limited, where the equity shares of the Company are listed and also will be displayed on the website of the Company i.e., www.yogiltd.com, BSE Limited www.bseindia.com and on the website of NSDL i.e., www.evoting.nsdl.com. The Company will also display the results of the Postal Ballot at the registered office of the Company.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
14. All documents referred to in the Notice will also be made available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to info@yogiltd.com
15. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
16. The remote e-voting process shall be as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, 06th March, 2025 at 09:00 A.M. and ends on Friday, 04th April, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 28th February, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28th February, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.



	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nishantbajajcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@yogiltd.com



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of aadhar Card) to info@yogiltd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



In conformity with the Provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the item of Special Business of the Notice and the same should be taken as forming part of the notice.

Item No.1

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into agreement within the thresholds and conditions mentioned in the resolution.

The transaction amount involved in subscribing to the OCD of FERPL exceeds the threshold of 10% of the annual turnover, as per the last audited financial statements of the listed entity. Accordingly, the matter is placed before the shareholders of the Company for approval through Resolution No. 1.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 19th February, 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 1.

None of the Directors or Key Managerial Personnel / Promoter except Mr. Ghanshyambhai Nanjibhai Patel, Managing Director and Mr. Pareshbhai Nanjibhai Patel, Whole Time Director, are deemed to be concerned or interested in resolution no. 1 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.



The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 1 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item Nos. 1 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

Material Related Party Transactions by the Company

Sr. no	Description	Particulars
A summary of information provided by the management to the Audit Committee		
01.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	FERPL is an unlisted company, classified as a Related Party due to the existence of common directors.
02.	Type/ Nature, material terms, monetary value and particulars of contracts or arrangement	The Company, intends to subscribe 5,000 Optionally Convertible Debentures (OCD) of FERPL having the face value of Rs. 1,00,000/- each at the aggregate price of Rs. 50 crores (Rupees Fifty Crore Only).
03.	Tenure of the transaction	Not Applicable
04.	Value of Transaction	The company will infuse Rs.50 crores (Rupees Fifty Crores only) by subscribing 5,000 Optionally Convertible Debentures (OCDs) having a face value of Rs. 1,00,000/- each.
05.	Percentage of annual consolidated turnover of the Company considering FY24 as the immediately preceding financial year	1. Standalone turnover in FY24: Nil. 2. Consolidated turnover: Not applicable.
06.	Justification for the transaction.	The funds invested by the Company in the OCD of FERPL, which shall be utilised to fund the slum redevelopment project situated at Veer Sambhaji SRA Co-operative Housing Society (registered) situated at CTS No. 535, 541, Village – Nahur, Taluka Mulund, LBS Marg, Mumbai – 400080 and as per other business as mutually decided by both the parties.
Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
a	details of the source of funds in connection with the proposed transaction	The investment of Rs. 50 Crores shall be funded through the Company's internal resources.
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	No



Sr. no	Description	Particulars
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	The Debentures shall be Optionally Convertible Debentures (OCDs) and, upon conversion, shall require FERPL to issue and allot Equity Shares to the holder. These Debentures shall be repayable/ redeemable at a premium to the investor on the repayment date or may be converted into Equity Shares of the Company, at the discretion of the holder. The Debentures shall be redeemed at such a price that ensures the investor a total yield of 18% per annum, including the coupon payment. The maximum tenure of the Debentures shall be eight (8) years ("Term"), with a coupon rate of 0.01% per annum. The interest shall be payable annually in INR. Furthermore, as the Debentures are unsecured, no Debenture Trust Deed is required.
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds invested by the Company in the OCD of FERPL, which shall be utilised to fund the slum redevelopment project situated at Veer Sambhaji SRA Co-operative Housing Society (registered) situated at CTS No. 535, 541, Village – Nahur, Taluka Mulund, LBS Marg, Mumbai – 400080
e	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	FERPL obtained a valuation report dated 19 th February 2025 from Mr. Saket Kumar Jain, a Registered Valuer, which determined the valuation of equity shares at Rs. 9.91 per share.
f	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable.
g	Name of the director or key managerial personnel who is related, if any and nature of relationship.	i. Mr. Ghanshyambhai Nanjibhai Patel, Managing Director. ii. Mr. Pareshbhai Nanjibhai Patel, Whole-time Director. Both directors hold directorship in FERPL, establishing the related party relationship.
h	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

**Item No.2**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholder approval and to facilitate seamless contracting between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into agreement within the thresholds and conditions mentioned in the resolution.

The transaction amount involved in subscribing to the 60% of the Equity Shares of FERPL exceeds the threshold of 10% of the annual turnover, as per the last audited financial statements of the listed entity. Accordingly, the matter is placed before the shareholders of the Company for approval through Resolution No. 2.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 19th February, 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 2.

None of the Directors or Key Managerial Personnel / Promoter except Mr. Ghanshyambhai Nanjibhai Patel, Managing Director and Mr. Pareshbhai Nanjibhai Patel, Whole Time Director, are deemed to be concerned or interested in resolution no. 2 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 1 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item Nos. 1 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

**Material Related Party Transactions by the Company**

Sr. No	Description	Particulars
A summary of information provided by the management to the Audit Committee		
01.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	FERPL is an unlisted company, classified as a Related Party due to the existence of common directors.
02.	Type/ Nature, material terms, monetary value and particulars of contracts or arrangement	The Company, along with its Managing Director, Mr. Ghanshyambhai Nanjibhai Patel, and Whole-time Director, Mr. Pareshbhai Nanjibhai Patel, intends to acquire a 60% stake in FERPL from M/s. B-Right Real Estate Limited, a shareholder of FERPL. This acquisition comprises 41,46,000 equity shares for a total purchase consideration of Rs. 5,18,25,000/- (Rupees Five Crores Eighteen Lakhs Twenty-Five Thousand Only).
03.	Tenure of the transaction	Not Applicable
04.	Value of Transaction	The acquisition involves 41,46,000 equity shares having a face value of Rs. 10/- each, to be purchase at Rs. 12.50/- per share, amounting to Rs. 5,18,25,000/- (Rupees Five Crores Eighteen Lakhs Twenty-Five Thousand Only).
05.	Percentage of annual consolidated turnover of the Company considering FY24 as the immediately preceding financial year	1. Standalone turnover in FY24: Nil. 2. Consolidated turnover: Not applicable.
06.	Justification for the transaction.	Post-acquisition, FERPL will become a subsidiary of the Company.
Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
i	details of the source of funds in connection with the proposed transaction	The investment of Rs. 5,17,50,000/- will be funded through the Company's own resources, along with Rs. 37,500/- each being contributed by Mr. Ghanshyambhai Patel and Mr. Pareshbhai Nanjibhai Patel.
j	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	No
k	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	The transaction pertains to the acquisition of shares in an entity where the Company's directors have an interest. No additional terms, covenants, tenure, or interest rates apply.



Sr. No	Description	Particulars
l	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable, as the purchase consideration will be paid directly to M/s. B-Right Realestate Limited in exchange for its stake in FERPL.
m	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	FERPL obtained a valuation report dated 19 th February 2025 from Mr. Saket Kumar Jain, a Registered Valuer, which determined the valuation of equity shares at Rs. 9.91 per share.
n	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
o	Name of the director or key managerial personnel who is related, if any and nature of relationship.	i. Mr. Ghanshyambhai Nanjibhai Patel, Managing Director. ii. Mr. Pareshbhai Nanjibhai Patel, Whole-time Director. Both directors hold directorship in FERPL, establishing the related party relationship.
p	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

Registered Office:

B/404, The Capital, G-Block,
 Bandra Kurla Complex Behind ICICI Bank,
 Bandra (East), Mumbai - 400051

CIN No : **L70100MH1992PLC069958**

Tel No. : 022- 49428888

e-mail : info@yogiltd.com

Website : www.yogiltd.com

Date : **05th March, 2025**

Place : **Mumbai**

By Order of the Board of Director

For Yogi Limited

Sd/-

Avinash Sharma

Company Secretary and Compliance Officer